

**OPERATING PROCEDURES
OF
RAPID CITY BUSINESS IMPROVEMENT DISTRICT NO. 1**

Article I: Name

The name of this organization shall be the Rapid City Business Improvement District No 1, hereinafter referred to as "BID".

Article II: Purpose

The purpose of the BID is to fund marketing and promotion activities for the City of Rapid City and its hotels and motels included within the Business Improvement District.

Article III: Location of the Office

The principal office of the BID shall be at VISIT RAPID CITY, 512 Main Street, Suite 240, Rapid City, SD 57701. The mailing address is 512 Main Street, Suite 240, Rapid City, SD 57701.

Article IV: Board of Directors

Section 1. Composition, Vacancies & Terms

Pursuant to South Dakota Codified Law Chapter 9-55 and Rapid City Municipal Code Chapter 3.24.

Section 2. Board Nominees

The Mayor, with the approval of the Rapid City Common Council, shall appoint new members of the Board of Directors.

Section 3. Resignations

Resignations of Directors shall be in writing and shall take effect upon receipt of the Mayor.

Article V: Officers

Section 1. Composition

The Officers of the Board shall consist of a Chair, Vice Chair and Secretary/Treasurer.

Section 2. Election & Nominations

The Officers of the Board of Directors shall be elected by a simple majority of the members of the Board of Directors in October of each year. Directors shall nominate individuals from among the current Directors of the Board. In the event that only one Director is nominated for an open Officer position, an open election shall be held. In the event that more than one Director is nominated for an open Officer position, an election by secret ballot shall be held.

Section 3. Chair

The Chair shall preside over the meetings of the Board of Directors. He or she shall perform all duties incidental to this position and recommend such actions as he or she believes will increase the effectiveness of the BID.

Section 4. Vice Chair

In the absence, disability or under the direction of the Chair, the Vice Chair shall be vested with all the powers and perform all the duties of the Chair, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Directors.

Section 6. Secretary/Treasurer

The Secretary/Treasurer shall ensure that minutes of all meetings of the Board of Directors are accurately taken and kept and all budgeting and financial activity is accurate and adheres to the VRC Accounting & Financial Policy. The Secretary/Treasurer shall act as Chair in the absence of the Chair and Vice Chair.

Section 6. Resignation

Resignation of Officers shall be in writing and shall take effect upon receipt by the Board of Directors. Any Director that resigns an Office shall remain a Director unless he or she also resigns from the Board of Directors or such Director is removed by the Mayor.

Article VI: President, Visit Rapid City

Section 1. Reporting

The President of Visit Rapid City reports to the Chair of Visit Rapid City with input from the Chair of the BID Board.

Section 2. Responsibilities

The President of Visit Rapid City shall be responsible for all personnel matters and communications relating to the VRC staff and the Board of Directors.

Article VII: Meetings

Section 1. Board Meetings

Regular meetings of the Board of Directors shall be held monthly. The Board of Directors may adopt a fixed time for the regular meetings. Special meetings of the Board of Directors may be called at any time or place by either the Chair or the President of VRC.

Section 2. Quorum

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the members of the Board.

Section 3. Board Responsibilities

The following are Board of Director Responsibilities:

1. Attend all meetings of the Board. If any member of the Board of Directors has three (3) or more absences within a 12-month period, that fact shall be reported to the Mayor.
2. Spend necessary time to execute duties of board.

Article VIII: Finances

Section 1. Funds

All monies collected pursuant to the ordinance and delivered to the VRC shall be placed in the Main VRC Checking Account and used for marketing and promoting the City of Rapid City and the Hotels within the BID.

Section 2. Disbursements

No unbudgeted obligation shall be incurred and no money shall be appropriated without prior approval of the BID Board of Directors. The BID Board of Directors each year shall submit an annual budget, along with the VRC Board of Directors, and VRC President to the Rapid City Common Council for its approval.

Section 3. Operating Year

The operating period for budget purposes is by fiscal year beginning on January 1 and ending on December 31.

Article IX: Miscellaneous

Section 1. Amendments

These Operating Procedures may be amended, repealed, or altered in whole or in part upon a vote of the majority of a quorum of the Board of Directors of the BID present at any meeting of such Board, when seven days written notice of such proposed amendment, meeting time and place has been given.

Section2. Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the BID in all instances in which they are applicable and in which they are not inconsistent with these Operating Procedures.

Adopted: March 15, 2018